



7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5417

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7  
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.  
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No  
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	<u>See Attachment</u>	Relationship	_____
District	_____	Case number, if known	_____

11. Why is the case filed in this district? Check all that apply:  
☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.  
☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?  
☒ No  
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.  
**Why does the property need immediate attention? (Check all that apply.)**  
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_  
☐ It needs to be physically secured or protected from the weather.  
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).  
☐ Other \_\_\_\_\_  
**Where is the property?** \_\_\_\_\_  
Number, Street, City, State & ZIP Code  
**Is the property insured?**  
☐ No  
☐ Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information**

13. Debtor's estimation of available funds Check one:  
☒ Funds will be available for distribution to unsecured creditors.  
☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors  
☐ 1-49 ☐ 1,000-5,000 ☐ 25,001-50,000  
☐ 50-99 ☐ 5001-10,000 ☐ 50,001-100,000  
☐ 100-199 ☐ 10,001-25,000 ☐ More than 100,000  
☒ 200-999

15. Estimated Assets  
☐ \$0 - \$50,000 ☒ \$1,000,001 - \$10 million ☐ \$500,000,001 - \$1 billion  
☐ \$50,001 - \$100,000 ☐ \$10,000,001 - \$50 million ☐ \$1,000,000,001 - \$10 billion  
☐ \$100,001 - \$500,000 ☐ \$50,000,001 - \$100 million ☐ \$10,000,000,001 - \$50 billion  
☐ \$500,001 - \$1 million ☐ \$100,000,001 - \$500 million ☐ More than \$50 billion

16. Estimated liabilities  
☐ \$0 - \$50,000 ☐ \$1,000,001 - \$10 million ☐ \$500,000,001 - \$1 billion  
☐ \$50,001 - \$100,000 ☒ \$10,000,001 - \$50 million ☐ \$1,000,000,001 - \$10 billion  
☐ \$100,001 - \$500,000 ☐ \$50,000,001 - \$100 million ☐ \$10,000,000,001 - \$50 billion  
☐ \$500,001 - \$1 million ☐ \$100,000,001 - \$500 million ☐ More than \$50 billion

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 1/5/24  
MM / DD / YYYY

**X** /s/ Kasey Rosado  
Signature of authorized representative of debtor  
  
Title **Chief Financial Officer**

**Kasey Rosado**  
Printed name

**18. Signature of attorney**

**X** /s/ Nicholas Miller

Date 1/5/24  
MM / DD / YYYY

Nicholas Miller  
Printed name

**McDonald Hopkins LLC**  
Firm name

**600 Superior Avenue**  
**Cleveland, OH 44114**  
Number, Street, City, State & ZIP Code

Contact phone 216-348-5400 Email address nmliller@mcdonaldhopkins.com

**OH 0069393**  
Bar number and State

Fill in this information to identify your case:

United States Bankruptcy Court for the:  
NORTHERN DISTRICT OF OHIO

Case number (if known) Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION

Pending Bankruptcy Cases Attachment

Debtor	<b>ABT Holding Company</b>	Relationship to you	<b>Affiliate</b>
District	<b>Northern District of Ohio</b>	When <b>1/5/24</b>	Case number, if known
Debtor	<b>Advanced Biotherapeutics, Inc.</b>	Relationship to you	<b>Affiliate</b>
District	<b>Northern District of Ohio</b>	When <b>1/5/24</b>	Case number, if known
Debtor	<b>ReGenesys BVBA</b>	Relationship to you	<b>Affiliate</b>
District	<b>Northern District of OHio</b>	When <b>1/5/24</b>	Case number, if known
Debtor	<b>ReGenesys, LLC</b>	Relationship to you	<b>Affiliate</b>
District	<b>Northern District of Ohio</b>	When <b>1/5/24</b>	Case number, if known

**Fill in this information to identify the case:**

Debtor name Athersys, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF OHIO

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 1/5/24

**X** /s/ Kasey Rosado

Signature of individual signing on behalf of debtor

Kasey Rosado

Printed name

Chief Financial Officer

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

In re:	)	
	)	Chapter 11
ATHERSYS, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 24-[ ]
Debtors.	)	
	)	(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP  
STATEMENT AND LIST OF EQUITY INTEREST HOLDERS  
PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the debtors and debtors in possession in the above-captioned cases (each, a “Debtor”) hereby state as follows:

1. Debtor Athersys, Inc. is the direct or indirect parent of each Debtor. The equity ownership of Athersys, Inc. consists of nearly 19,000 shareholders, and Athersys, Inc. is filing a motion contemporaneously with this bankruptcy filing requesting relief from having to file a list of equity interest holders.
2. Debtor ABT Holding Company is 100% owned by Debtor Athersys, Inc.
3. Debtor Advanced Biotherapeutics, Inc. is 100% owned by Debtor ABT Holding Company.
4. Debtor ReGenesys, LLC is 100% owned by Debtor ABT Holding Company.
5. Debtor ReGenesys BVBA is 74.3% owned by Debtor Advanced Biotherapeutics, Inc., and 25.7% owned by Debtor ReGenesys, LLC.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Athersys, Inc. (4095); ABT Holding Company (0213); Advanced Biotherapeutics, Inc. (5237); ReGenesys, LLC (8746); and ReGenesys BVBA (3905). The corporate headquarters and the mailing address for the Debtors is 1625 Rockwell Avenue, Cleveland, Ohio 44114.

**Fill in this information to identify the case:**Debtor name Athersys, Inc.United States Bankruptcy Court for the: Northern District of Ohio  
(State)

Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Lonza Netherlands BV Oxfordlaan 70 NLD		Note				\$15,000,000.00
2	Lonza Netherlands BV Oxfordlaan 70 NLD		Trade debt				\$11,800,000.00
3	Seasons Business Center Four LLC 981 Keynote Circle, Suite 15 Brooklyn Heights, OH 44131		Lease	Disputed			\$8,266,000.00
4	HEALIOS K.K. Hibiya Mitsui Tower 12 F 1-1-2 Yurakucho Chiyoda-ku Tokyo 100-0006, Japan		Advance				\$5,200,000.00
5	Medpace, Inc. (USA) 5375 Medpace Way Cincinnati, OH 45227		Trade debt				\$1,186,038.27
6	Lonza Verviers SPRL Rue des Biolleux 2 4800 Verviers Belgium		Trade debt				\$779,105.64
7	Labcorp Drug Development Otley Road Harrogate N Yorkshire HG3 1PYGBR		Trade debt				\$676,665.21
8	Nikon Cell Innovation Co., Ltd. HOB1086290 TokyoShinagawa Intercity Tower C, 2-15-3 KonanMinato-ku		Trade debt				\$513,265.58



	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Minaris Regenerative Medicine GMBH Max-Lebsche-Platz 3081377 MunchenDEU		Trade debt				\$327,174.08
10	IQVIA Biotech LLC 4820 Emperor Blvd Durham, NC 27703		Trade debt				\$312,193.49
11	Fisher BioServices, Inc. P.O. Box 418395 Boston, MA 02241		Trade debt				\$288,798.57
12	Lonza Houston, Inc. 14905 Kirby Drive Houston, TX 77047		Trade debt				\$285,000.00
13	Sartorius Stedim North America, Inc. 24917 Network Place Chicago, IL 60673-1249		Trade debt				\$206,798.33
14	Millen, White, Zelano & Branigan 2200 Clarendon Blvd., Ste 1400 Arlington, VA 22201		Professional services				\$173,712.11
15	Jones Day P.O. Box 7026 Cleveland, OH 44190		Professional services				\$172,916.63
16	Broadridge Investor Communication Solutions, Inc. P.O. Box 416423 Boston, MA 02241		Professional services				\$155,206.80
17	Univ. of Tx. Health Science Ctr. Financial Admin Support P.O. Box 301418 Dallas, TX 75303		Trade debt				\$124,341.00
18	Nova Biologics, Inc. 4120 Avenida de la Plata Oceanside, CA 92056		Trade debt				\$94,735.67
19	Aeirtec Limited Unit 1 SmokehouseNewcastle upon TyneNE30 1JEGBR		Trade debt				\$82,932.46
20	Medidata Solutions, Inc. 350 Hudson St., Fl 9 New York, NY 10014		Trade debt				\$81,000.00

**ATHERSYS, INC.  
ABT HOLDING COMPANY  
ADVANCED BIOTHERAPEUTICS, INC.  
REGENESYS, LLC  
REGENESYS BVBA**

**OMNIBUS WRITTEN CONSENT**

January 4, 2024

The undersigned, being all of the members of the board of directors or the managing member, as applicable (each, a “Governing Body”), of each entity set forth above (each, a “Company,” and, collectively, the “Companies”), hereby take the following actions and adopt the following resolutions by written consent (these “Resolutions”) pursuant to such Company’s articles of incorporation, bylaws, or limited liability company agreement, the General Corporation Law of the State of Delaware, as amended, and the Delaware Limited Liability Company Act, as amended;

**WHEREAS**, the Governing Body of each Company has reviewed the materials presented by, or on behalf of, such Company’s management (such Company’s “Management”) and its financial, legal, and other advisors (collectively, such Company’s “Advisors”), including, but not limited to, materials regarding the liabilities, obligations, and liquidity of such Company, the strategic alternatives available to such Company, and the impact of the foregoing on such Company’s business and the business of such Company’s affiliates;

**WHEREAS**, the Governing Body of each Company has had adequate opportunity to consult with its Management and Advisors regarding the materials presented, to obtain additional information and to fully consider each of the strategic alternatives available to such Company;

**WHEREAS**, the Governing Body of each Company, after consultation with its Management and its Advisors, has determined that it is in the best interests of such Company to conduct a sale process pursuant to section 363 of chapter 11 of title 11 of the United States Code, §§ 101-1532, *et seq.* (the “Bankruptcy Code”) and to sell substantially all of the assets of the Companies to one or more potential bidders (the “Sale Transaction”);

**WHEREAS**, after reviewing indications of interest submitted by interested bidders, the Governing Body of each Company, with the assistance of the such Company’s Advisors, reviewed and negotiated an asset purchase agreement to be effective as of January 5, 2024 (as amended, modified, or supplemented, the “Stalking Horse APA”) with HEALIOS K.K. (the “Stalking Horse Bidder”), to purchase substantially all of the Companies’ assets;

**WHEREAS**, the Governing Body of each Company has determined that the Stalking Horse APA is fair and reasonable and will not discourage competitive bidding in connection with the Sale Transaction; and

**WHEREAS**, the Governing Body of each Company has determined, in the judgment of such Governing Body, that the following resolutions, as applicable, are advisable and in the best interests of such Company, its interest holders, its subsidiaries (if any), its creditors, and other

parties in interest.

### **Chapter 11 Cases**

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that in the judgment of the Governing Body of each Company, it is desirable and in the best interests of each Company and its creditors, and other parties in interest, that such Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Ohio (the “Bankruptcy Court”).

**BE IT FURTHER RESOLVED**, that Kasey Rosado, in her capacity as Interim Chief Financial Officer (the “Authorized Person”), is authorized, empowered, and directed, in the name of and on behalf of each Company to execute, verify and file all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including, but not limited to, filings to obtain debtor-in-possession financing, and to take, or cause to be taken, such other actions, as in the judgment of the Authorized Person shall be or become necessary, advisable, proper, or desirable in connection with each of the Company’s chapter 11 cases, the Authorized Person’s performance of any such act and his execution and delivery of any such document, agreement, or instrument to be conclusive evidence of the Authorized Person’s approval thereof.

### **Debtor in Possession Financing**

**BE IT FURTHER RESOLVED**, that the Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company to enter into a senior secured, superpriority, priming debtor in possession credit facility pursuant to the terms of that certain Secured Superpriority Debtor-In-Possession Financing Agreement, dated as of [\_\_\_\_], 2024 (the “DIP Credit Agreement”), by and between ABT Holding Company as borrower and Athersys, Inc., Advanced Biotherapeutics, Inc., ReGenesys BVBA, and ReGenesys, LLC as guarantors, and HEALIOS K.K., and negotiate, execute, and file any related motions, documents, or instruments, each on terms and conditions agreed to by each Company and the lenders and such other terms as are customary for similar debtor-in-possession facilities and to cause each Company to grant a security interest in substantially all of its assets in connection therewith, and to undertake any and all related transactions contemplated thereby.

### **Sale Process and Bidding Procedures Motion**

**BE IT FURTHER RESOLVED**, that that the Authorized Person be, and is, authorized, empowered, and directed, in the name of and on behalf of each Company, to (i) file a motion (the “Bidding Procedures Motion”) with the Bankruptcy Court to request, among other things, the Bankruptcy Court’s approval of (a) the Sale Transaction, (b) the continuation of a marketing and sale process in the chapter 11 cases for the assets of the Companies (the “Sale Process”), and (c) the bidding procedures associated with the Sale Process, which are attached to the Bidding Procedures Motion (such bidding procedures, in the form approved by the Bankruptcy Court, the “Bidding Procedures”), including a request for approval of a break-up fee and the reimbursement of the Stalking Horse Bidder’s expenses on the terms set forth in the Stalking Horse APA, (ii) execute and deliver the Stalking Horse APA, and (iii) commence and implement the Sale Process.

**BE IT FURTHER RESOLVED**, that the Authorized Person, and any employees or agents (including counsel) designated by or directed by any such officers, be, and hereby is, authorized, empowered, and directed, in the name and on behalf of such Company, to take any and all other actions as he may deem necessary or advisable to implement the Sale Process as contemplated by the Bidding Procedures.

### **Retention of Advisors**

**BE IT FURTHER RESOLVED**, that the Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ the law firm of McDonald Hopkins LLC as general bankruptcy counsel to represent and advise the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance their rights and obligations, including filing any pleadings in connection with the chapter 11 cases; and in connection therewith, the Authorized Person is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the Bankruptcy Court for authority to retain the services of McDonald Hopkins LLC.

**BE IT FURTHER RESOLVED**, that the Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ the firm of Ankura Consulting Group, LLC as financial advisor to represent and advise the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance their rights and obligations in connection with the chapter 11 cases; and in connection therewith, the Authorized Person is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the Bankruptcy Court for authority to retain the services of Ankura Consulting Group, LLC.

**BE IT FURTHER RESOLVED**, that the Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ the firm of Outcome Capital, LLC as investment banker to represent and assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance their rights and obligations in connection with the chapter 11 cases; and in connection therewith, the Authorized Person is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the Bankruptcy Court for authority to retain the services of Outcome Capital, LLC.

**BE IT FURTHER RESOLVED**, that the Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ any other professionals, including attorneys, accountants, financial advisors, investment bankers, and tax advisors, necessary to assist the Companies in carrying out their duties under the Bankruptcy Code; and in connection therewith, the Authorized Person is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon

the filing of the chapter 11 cases, and cause to be executed and filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary.

**Other Authorizations and Ratification**

**BE IT FURTHER RESOLVED**, that the Authorized Person, and any employees or agents (including counsel) designated by or directed by any such officers be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to take any and all other actions as they may deem necessary or advisable to, in each Company's capacity as shareholder, equity holder, managing member, sole member, or member of any of the Companies to cause such Companies to execute, deliver, and perform any of the actions contemplated with respect to the chapter 11 cases and these Resolutions or the transactions contemplated hereby.


**BE IT FURTHER RESOLVED**, that all lawful acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done by the Authorized Person or any director, employee, legal counsel, or other representative of or advisor to the Companies, in the name and on behalf of the Companies, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified.

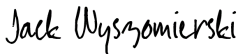
**BE IT FURTHER RESOLVED**, that this Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same document.

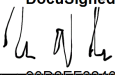
*[Remainder of Page Intentionally Left Blank]*

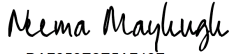
**IN WITNESS WHEREOF**, the undersigned have duly executed this written consent as of the date first above written.

**ATHERSYS, INC.,**  
a Delaware corporation,

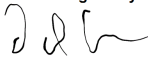
DocuSigned by:  
By:   
Name: Jane Wasman  
Title: Chair of the Board of Directors

DocuSigned by:  
By:   
Name: Jack Wyszomierski  
Title: Director

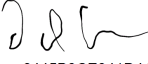
DocuSigned by:  
By:   
Name: Joseph Nolan  
Title: Director

DocuSigned by:  
By:   
Name: Neema Mayhugh  
Title: Director

**ABT HOLDING COMPANY**  
a Delaware corporation,

DocuSigned by:  
By:   
Name: Daniel Camardo  
Title: Sole Board Member

**ADVANCED BIOTHERAPEUTICS, INC.**  
a Delaware corporation,

DocuSigned by:  
By:   
Name: Daniel Camardo  
Title: Sole Board Member

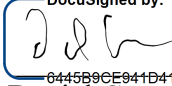
Signature Page to Omnibus Written Consent

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**REGENESYS, LLC**  
a Delaware limited liability company,

**SOLE MEMBER:**

**ABT HOLDING COMPANY**

DocuSigned by:  
  
By: \_\_\_\_\_  
Name: Daniel Camardo  
Title: Sole Board Member

**REGENESYS BVBA**  
a Belgian company,

DocuSigned by:  
  
By: \_\_\_\_\_  
Name: Daniel Camardo  
Title: Sole Board Member

Signature Page to Omnibus Written Consent

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